

CRAVATH, SWAINE & MOORE

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RECORDATION NO. 11188 Filed 1425

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION
CABLE ADDRESSES
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RECORDATION NO. 11188 Filed 1425 ICC Washington, D. C.

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INTERSTATE COMMERCE COMMISSION

Burlington Northern Inc.

Lease Financing Dated as of October 1, 1979

9-7/8% Conditional Sale Indebtedness

Due December 30, 1996

[CS&M Ref.: 4657-003]

Dear Madam:

Pursuant to 49 U.S.C. § 11303(a), I enclose herewith on behalf of Burlington Northern Inc. for filing and recordation counterparts of the following documents:

New Number
1. (a) Conditional Sale Agreement dated as of October 1, 1979, between BameriLease Capital Corporation, as Vendee, and General Motors Corporation (Electro-Motive Division) and General Electric Company, as Builders; and

- A
(b) Agreement and Assignment dated as of October 1, 1979, between General Motors Corporation (Electro-Motive Division) and General Electric Company, as Builders, and Mercantile-Safe Deposit and Trust Company, as Agent.

- B
2. (a) Lease of Railroad Equipment dated as of October 1, 1979, between Burlington Northern Inc. and BameriLease Capital Corporation, as Vendee; and

- C
(b) Assignment of Lease and Agreement dated as of

Counterpart - *Edward J. Solis*

October 1, 1979, between BameriLease Capital Corporation, as Vendee, and Mercantile-Safe Deposit and Trust Company, as Agent.

The names and addresses of the parties to the aforementioned Agreements are as follows:

(1) Agent-Vendor-Assignee:

Mercantile-Safe Deposit and Trust Company
P. O. Box 2258
Baltimore, Maryland 21203

(2) Vendee-Lessor:

BameriLease Capital Corporation
P.O. Box 37009
San Francisco, California 94137

(3) Builder-Vendor:

General Motors Corporation
(Electro-Motive Division)
La Grange, Illinois 60525

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

(4) Lessee:

Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

Please file and record the documents referred to in this letter and cross-index them under the names of the Agent-Vendor-Assignee, the Vendee-Lessor, the Builder-Vendor and the Lessee.

The equipment covered by the aforementioned documents consists of:

150 GMC-EMD 3,000 h.p. Model SD-40-2 diesel-electric locomotives bearing identifying numbers BN 7206-7301, 7924-7940, 8090-8126 inclusive; and

40 GE 3,000 h.p. Model C30-7 diesel-electric

locomotives bearing identifying numbers BN5087-5126, inclusive.

There is also enclosed a check for \$100 payable to the Interstate Commerce Commission, representing the fee for recording the Conditional Sale Agreement and related Agreement and Assignment (together constituting one document) and the Lease of Railroad Equipment, and related Assignment of Lease and Agreement (together constituting one document).

Please stamp all counterparts of the enclosed documents with your official recording stamp. You will wish to retain one copy of the instruments for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
As Agent for Burlington Northern Inc.

Interstate Commerce Commission,
Washington, D. C. 20423

Attention of Agatha L. Mergenovich,
Secretary.

Encls.

9N

Interstate Commerce Commission
Washington, D.C. 20423

12/12/79

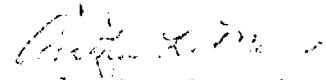
OFFICE OF THE SECRETARY

Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/12/79 at 3:10pm, and assigned re-recording number(s). 11188, 11188-A, 11188-B & 11188-C.

Sincerely yours,


Agacha L. Mergenovich
Secretary

Enclosure(s)